

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF HAWAII

DECLARATION OF ERIN N. BRADY

I, Erin N. Brady, declare that:

1. I am an associate with the law firm of KIRKLAND & ELLIS, LLP. My office is located at 777 South Figueroa Street, Los Angeles, California 90017. My telephone number is (213) 680-8400.

2. I hereby seek admission Pro Hac Vice to represent the Defendant Post-Confirmation Trust for the Fleming Companies, Inc. before this Court with respect to Civil No. 03-00385 SOM LEK as counsel with Lex R. Smith and his law firm Kobayashi, Sugita & Goda, 999 Bishop Street, Suite 2600, Honolulu, Hawaii 96813, in said case.

3. I reside within the County of Los Angeles, State of California, and do not reside or maintain an address within the State of Hawaii.

4. I am neither a resident of the State of Hawaii, regularly employed in Hawaii, nor regularly engaged in any business or professional activities in Hawaii.

5. I am a member in good standing of the bar of the State of California.

6. I am presently in good standing to practice before all of the courts to which I have been admitted, and no disciplinary action or grievance proceedings have been filed or are pending against me.

7. The following are all of the state courts before which I am admitted to practice.

a. I was admitted to practice in California on November 28, 2001.

8. The following are all of the federal courts before which I am admitted to practice.

a. United States District Court, Central District of California;

b. United States District Court, Northern District of California;

c. United States District Court, Eastern District of California.

9. I have not applied concurrently or within the year preceding the current application for Pro Hac Vice status in this Court.

10. I have never been subject to any discipline by any court, administrative body or other tribunal.

11. Lex R. Smith of Kobayashi, Sugita & Goda, 999 Bishop Street, Suite 2600, Honolulu, Hawaii 96813, telephone number (808)539-8700, is a member of the bar of this Court with whom the Court and opposing counsel may readily communicate concerning this action and upon whom service may be made of papers in this action in accordance with the Hawaii Rules of Civil Procedure.

12. At all times, Lex R. Smith, or a member of his firm who is also a member of the bar of this Court, shall participate meaningfully, substantially and continuously in the preparation of this case with the authority and responsibility to act as attorneys of record for all purposes.

13. Any document required or permitted to be served upon an attorney for Defendants in this action may be served upon Lex R. Smith, Esq., and such service

shall be deemed proper and effective to the fullest extent provided by the Federal Rules of Civil Procedure.

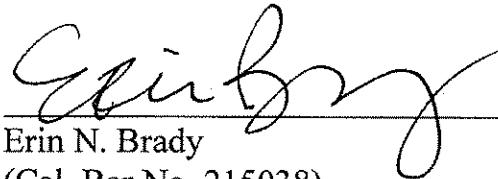
14. I have read and familiarized myself with the Local Rules of the United States District Court for the District of Hawaii to give meaningful assistance as co-counsel of record for Defendants in this action.

15. I consent to the exercise of disciplinary jurisdiction of this Court and I certify that I will make myself familiar with the Local Rules of Practice applicable to this action.

16. My background and experience, supported by the assistance of Kobayashi, Sugita & Goda, would assist in the representation of Defendant.

I declare under penalty of perjury that the foregoing is true and accurate.
Los Angeles, California

Dated: February 8, 2007



Erin N. Brady
(Cal. Bar No. 215038)

Of the Firm

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